

RECORDATION NO. 26631-D

DEC 28 '06

-215

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 28, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of December 27, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 26631-C.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Tank Car, Inc.  
2525 Stemmons Freeway  
Dallas, Texas 75207

Assignee: TLP Rail Trust I  
Wilmington Trust Company, not in its individual  
capacity but solely as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Mr. Vernon A. Williams  
December 28, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

95 railcars: TILX 193746 – TILX 193840.

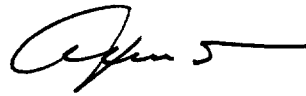
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

DEC 28 '06

-2 15 PM

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

Memorandum of Assignment and Assumption Agreement made and entered into on December ~~20~~<sup>28</sup>, 2006 by and between Trinity Tank Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

**WITNESSETH:**

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of December ~~20~~<sup>28</sup>, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of those certain railroad car leases as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name: Jose Paredes

Title: Assistant Vice President

**TRINITY TANK CAR, INC.**

By: \_\_\_\_\_

Name:

Title:

Executed on this 27<sup>th</sup> day of December, 2006

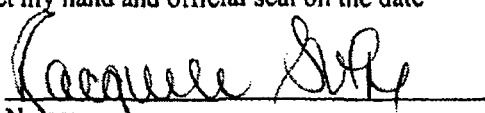
Executed on this \_\_\_\_ day of December, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE     )  
                                  ) SS:  
COUNTY OF NEW CASTLE )

On this, the 27<sup>th</sup> day of December 2006, before a Notary Public in and for said County and State, personally appeared Jose Parodes, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on December 27, 2006 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:  
Notary Public

My Commission Expires:

Residing in JACQUELINE SOLONE

Notary Public - State of Delaware  
My Comm. Expires Feb. 4, 2007

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: \_\_\_\_\_  
Name:  
Title:

**TRINITY TANK CAR, INC.**

By:   
Name: James E. Perry  
Title: Vice President

Executed on this \_\_\_\_ day of December, 2006

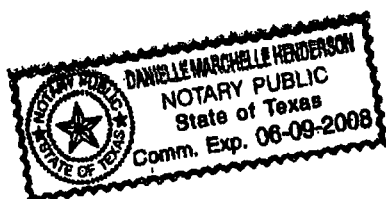
Executed on this 27<sup>th</sup> day of December, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS           )  
                                  ) SS:  
COUNTY OF DALLAS       )

On this, the 27<sup>th</sup> day of December 2006, before a Notary Public in and for said County and State, personally appeared James E. Perry, who being by me duly sworn, says that he is the Vice President of Trinity Tank Car, Inc., that said instrument was signed on December 27<sup>th</sup>, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson  
Name Danielle Henderson  
Notary Public

My Commission Expires:  
Residing in Dallas TX 6/9/08

## **EXHIBIT A**

Ninety Eight (98) units identified with marks TILX 194095 – 194144, TILX 194146 – 194148 and TILX 194150 -194194 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated June 18, 2001 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Ethanol Products LLC.

Ninety Five (95) units identified with marks TILX 193746 - 193840 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated June 8, 2006 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Provista Renewable Fuels Marketing, LLC (f/k/a United Bio Energy Fuels, LLC), as amended by that certain Amendment No. 1 to Railroad Car Lease Agreement, Rider One (1) and Rider Three (3), and effective as of October 1, 2006.



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

12/28/06



\_\_\_\_\_  
Robert W. Alvord